

MusclePharm Corp  
Form 10-K/A  
July 09, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington D.C. 20549**

**FORM 10-K/A (Amendment No. 2)**

**x ANNUAL REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended: **December 31, 2011**

**“ TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file number: **000-53166**

**MusclePharm Corporation**

(Exact name of registrant as specified in its charter)

Nevada 77-0664193  
(State or Other Jurisdiction of (I.R.S. Employer Identification No.)

Incorporation or Organization)  
**4721 Ironton Street, Building A**

**Denver, CO 80239**  
(Address of principal executive offices)  
(303) 396-6100  
(Registrant’s telephone number, including area code)

Securities registered under Section 12(b) of the Exchange Act: **None**

Securities registered under Section 12(g) of the Exchange Act: **Common Stock, par value \$0.001 per share**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by checkmark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer  Non-accelerated filer   
Accelerated filer  Smaller reporting company

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

The aggregate market value of registrant's voting and non-voting common equity held by non-affiliates (as defined by Rule 12b-2 of the Exchange Act) computed by reference to the average bid and asked price of such common equity on June 30, 2011, was \$5,637,180. As of June 29, 2012, the registrant has one class of common equity, and the number of shares outstanding of such common equity was 1,399,074,207.

## **Explanatory Note**

MusclePharm Corporation (the “Company”, “we” or “us”) is filing this Amendment No. 2 on Form 10-K/A (this “Amendment”) to amend our Annual Report on Form 10-K for the year ended December 31, 2011, originally filed with the Securities and Exchange Commission (the “SEC”) on April 16, 2012 (the “Original Filing”) and subsequently amended in a filing with the SEC on July 2, 2012 (“Amendment No. 1”) to include revised information required by Items 10 through 14 of Part III of Form 10-K and to furnish Exhibit 101 to the Form 10-K/A in accordance with Rule 405 of Regulation S-T.

In accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), Part III, Items 10 through 14 of the Original Filing and Amendment No. 1 are hereby amended and restated in their entirety, and Part IV, Item 15 of the Original Filing and Amendment No. 1 is hereby amended and restated in its entirety, with the only changes being the addition of Exhibits 31.3 and 31.4 filed herewith and related footnotes. This Amendment No. 2 does not amend or otherwise update any other information in the Original Filing or Amendment No. 1. Accordingly, this Amendment should be read in conjunction with the Original Filing, Amendment No. 1 and with our filings with the SEC subsequent to the Original Filing.

Pursuant to rule 406T of Regulation S–T, the interactive data files on Exhibit 101 attached hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Act of 1934, as amended, and otherwise are not subject to liability under those sections.

**PART III**

**Item 10. Directors, Executive Offices and Corporate Governance.**

*Directors and Executive Officers*

The following table and text sets forth the names and ages of all our directors and executive officers and our key management personnel as of April 13, 2012. All of our directors serve until the next annual meeting of stockholders and until their successors are elected and qualified, or until their earlier death, retirement, resignation or removal. Executive officers serve at the discretion of the Board of Directors, and are elected or appointed to serve until the next Board of Directors meeting following the annual meeting of stockholders. Also provided is a brief description of the business experience of each director and executive officer and the key management personnel during the past five years and an indication of directorships held by each director in other companies subject to the reporting requirements under the Federal securities laws.

Name	Age	Position
Brad J. Pyatt	32	Chief Executive Officer and Director
Cory Gregory	33	Senior President and Director
Jeremy DeLuca	33	President and Chief Marketing Officer
Lawrence S. Meer	51	Chief Financial Officer
John H. Bluher	54	Chief Operating Officer

The biographies of each of our executive officers and directors are as follows:

**Brad J. Pyatt, age 32, Chief Executive Officer, Director**

Mr. Pyatt has served as the Chief Executive Officer and Director of the Company since February 18, 2010, and as President and Chief Executive Officer of Muscle Pharm, LLC, since its inception in April 2008. His background includes seven years of experience as a professional athlete, and more than five years of experience in the sports nutrition arena. Mr. Pyatt played in National Football League (NFL) for the Indianapolis Colts during the 2003, 2004,

and 2005 NFL seasons as well for the Miami Dolphins during the 2006 NFL season. Mr Pyatt also played in the Arena Football League (AFL) for the Colorado Crush during the 2007 and 2008 AFL seasons. Mr. Pyatt attended the University of Kentucky from 1999 to 2002, where he studied kinesiology exercise science, as well the University of Northern Colorado, from 2002 to 2003. Mr. Pyatt filed for protection under Chapter 7 of the federal bankruptcy laws in 2008. He received a discharge relating to the matter in 2009.

The Company believes that Mr. Pyatt's experience in the sports nutrition sector over the past five plus years, along with his background as a former professional athlete, give him an unique perspective on the nutrition industry as a whole and makes him a valuable member to the Company's board of directors.

**Cory Gregory, age 33, Senior President, Director**

Mr. Gregory is currently the Senior President and member of the Company's board of directors, roles he has served in since May 2010. Prior to joining the Company, Mr. Gregory served as the President, managing member, and owner of T3 Personal Training LLC ("T3") from April 2009 until November 2000. T3 was a personal training service that managed and oversaw over 40 clients using 7 trainers over a ten year period. During the same period, Mr. Gregory served as President of the Ohio Natural Bodybuilding Federation, a federation founded by Mr. Gregory in 2004 which hosted 14 bodybuilding competitions over a six year period. In 2004, Mr. Gregory purchased the Old School Gym, located in Pataskala, OH, which he continues to own at present day.

The Company believes that Mr. Gregory's extensive bodybuilding and personal training experience provide him with the insight necessary to understand the ongoing demands and changes to the nutrition industry and as such, makes him a valuable member to the Company's board of directors.

**Jeremy DeLuca, age 33, President and Chief Marketing Officer**

Mr. DeLuca is the Company's President and Chief Marketing Officer. Prior to joining the Company, from April 1999 to November 2010, Mr. DeLuca served as the President of Bodybuilding.com, an online sports nutrition and supplements company which he co-founded in 1999 ("Bodybuilding.com"). As President, Mr. DeLuca was actively involved in all aspects of Bodybuilding.com's business, with a focus on marketing, sales, and e-commerce. Mr. DeLuca's responsibilities also included managing all vendor relations, marketing strategies, sales promotions, store content and store site development. During Mr. DeLuca's tenure, Bodybuilding.com grew tremendously, achieving annual sales of over \$200,000,000 in 2010.

**Lawrence S. Meer, age 51, Chief Financial Officer**

Mr. Meer has served as Chief Financial Officer of the Company since July 2010. Prior to becoming the Chief Financial Officer he was the Director of Finance at Muscle Pharm, LLC from October 2009 to July 2010. His other past experience includes daily cash management and treasury functions, including the establishment of credit and collection procedures to maximize cash flow, reduce corporate debt and enhance shareholder value. He previously served as President and Chief Financial Officer in Miami, FL, at Color It, Inc., a textile finishing business, from March 2002 to December 2008. Mr. Meer also previously served as Executive Vice President at Customer Assets in Denver, CO, an India-based call center, from 2000 to 2002. Prior to joining Customer Assets, he was Chief Financial Officer and Chief Operating Officer at GS Sportswear in Denver, CO, a sportswear promotional company, from 1998 to 2000. Mr. Meer also served as Chief Financial Officer at Davis Audio-Visual, Inc., a retailer of audio-visual equipment, from 1996 to 1998; and Vice President of Finance at Pacer Cats in Englewood, CO., a ticketing and concession software provider from 1991 to 1996. Mr. Meer earned a BS in accounting from the University of Colorado at Boulder.

**John H. Bluhner, age 54, Chief Operating Officer**

Mr. Bluhner is a specialist in corporate governance for growing companies. He is also a specialist in investment management, capital structuring, merger and acquisition, private equity and valuations of public and private companies. He has significant experience working with corporate structuring, corporate boards and committees, risk management, and public company corporate governance. His experience also includes negotiating transactions and purchases, and sales of assets and properties on a global basis. He has deep experience in creating and implementing

corporate governance plans, working in the corporate board room, and as director of risk, developing internal audit programs and insurance programs for public companies. During 2010, Mr. Bluhher provided consulting services to a leading financial advisory and management consultant firm. Mr. Bluhher was responsible for managing transactions, business development, developing corporate governance standards and corporate structuring for companies. Since December 2009, Mr. Bluhher assisted in raising capital, marketing and co-managed Coachman Energy Funds at Caddis Capital, LLC, a private equity portfolio focused on oil and gas investments. From February 2010 to August 2010, Mr. Bluhher acted as investment banker and special financial advisor to the AARP Mutual Fund Board of Trustees in a platform divestiture. From December 2007 to May 2009, Mr. Bluhher served as managing director and general counsel at Lehman Brothers, Inc.'s (NYSE:LEH) investment management division. Mr. Bluhher also served as global chief legal and compliance officer and managing director of Neuberger Berman during this period. From August 2004 to June 2007, Mr. Bluhher served as general counsel and director of risk and Janus Capital, Inc. (NYSE:JNS). From June 2002 to July 2004, Mr. Bluhher served as executive vice president, general counsel and corporate secretary and director of risk management of Knight Trading Group (NASDAQ:NITE). From January 2001 to May 2002, Mr. Bluhher served as senior vice president and global chief compliance officer for Prudential Securities, Inc. (NYSE:PRU). From October 1997 to January 2001, Mr. Bluhher served as general counsel and chief compliance officer of Sun America, Inc. (NYSE:SAI) later (NYSE:AIG). From 1992 - 1997, Mr. Bluhher served as senior vice president, regional and divisional Counsel at Prudential Securities, Inc. From 1987 to 1992, Mr. Bluhher was senior counsel for the Division of Enforcement at the Securities and Exchange Commission. Mr. Bluhher holds a Bachelor of Science and a J.D. degree from the University of Wyoming and holds FINRA Series 7, Series 24 and Series 14 licenses. He has served on the boards of ICI Mutual Insurance Company, the NASDAQ Chairman's Advisory Board, Cherry Hills Founders Group, Inc., Targeted Medical Pharma, Inc., Arete Industries, Inc., and Safe Communications, Inc., and the University of Wyoming Foundation Board, and College of Law Advisory Board. Mr. Bluhher is a frequent speaker at financial services industry meetings and conferences.

## Advisory Board

We have established an Advisory Board currently consisting of nine members, which serves to advise management with respect to product formulations, product ideas, marketing and related matters. Members of the Advisory Board do not meet on a formal or regular basis. Our management team consults with one or more members of the Advisory Board as needed, from time to time, by means of meetings or telephone conference calls.

Following is a brief description of the background of our advisory board members:

**Dr. Eric Serrano - Chief Medical Advisor .** Dr. Serrano has been practicing medicine in the State of Ohio for over 12 years and is considered one of the leading sports nutrition doctors in the country. His clients include a wide array of athletes from the NFL, NHL, and MLB, in addition to many elite amateur athletes. Dr. Serrano was a professor of family practice medicine at Ohio State University, where he was awarded Professor of The Year and Preceptor of The Year. Dr. Serrano currently lectures across the country to universities, medical groups and health & fitness conferences on the topics of sports nutrition, performance enhancement, and injury prevention. Dr. Serrano's expertise in blood analysis, sports nutrition, and injury prevention gives athletes the advantage over the competition. He has formulated numerous nutritional supplements for some of the leading nutritional companies on the market and also been a contributing writer for some of the leading health and fitness magazines. Dr. Serrano has been involved in the final formulations for each of our products. Dr. Serrano received his B.A. from Kansas State University in Biology, his M.A. from Kansas State University in Exercise Physiology, and his M.D. from the University of Kansas Medical School.

**Roscoe M. Moore, Jr. - Chief Scientific Director.** A Former U.S. Assistant Surgeon General, Dr. Roscoe M. Moore, Jr. served with the United States Department of Health and Human Services (HHS) and was for the last twelve years of his career the principal person responsible for global development support within the Office of the Secretary, HHS, with primary emphasis on Continental Africa and other less developed countries of the world (e.g. Indonesia, Malaysia, and Vietnam). He was the principal liaison person between the HHS and Ministries of Health in Africa with regard to the development of infrastructure and technical support for the delivery of preventive and curative health needs for the continent. Dr. Moore represented the HHS in cooperative international efforts with African nations in addressing continued health and human resource problems. Dr. Moore received his undergraduate and Doctor of Veterinary Medicine degrees from Tuskegee Institute; his Master of Public Health degree in Epidemiology from the University of Michigan; and his Doctor of Philosophy degree in Epidemiology from the Johns Hopkins University. He was awarded the Doctor of Science degree (Honoris Causa) in recognition of his distinguished public health career by Tuskegee University. Dr. Moore was a career officer within the Commissioned Corps of the United States Public Health Service (USPHS) entering with the U.S. National Institutes of Health and rising to the rank of Assistant United States Surgeon General (Rear Admiral, USPHS) within the Immediate Office of the Secretary, HHS. He was selected as Chief Veterinary Medical Officer, USPHS, by Surgeon General C. Everett Koop.

***Dr. Richard Ogden PHD, (CSCS) - Medical Advisor***

Dr. Ogden's career in clinical research and development spans nearly forty years. After earning a Ph.D. from Cambridge University, his career started with postdoctoral research studying RNA transcription and processing. Following that, he undertook independent research, funded by the National Science Foundation. In 1984, he joined Agouron Pharmaceuticals, Inc. as one of its founding scientists. Following Agouron's merger with Pfizer, he served as a Senior Director and was the scientific liaison for the Agouron/Pfizer commercial and corporate organizations. In this role, he worked with organizations all over the world. In 2006, Dr. Ogden, co-founded RORR Inc., a medical, scientific Consulting and Education company with clients in the U.S. and Europe. In addition to publication in numerous medical journals, he is co-editor of two books relating to AIDS therapy.

***Dr. Michael Ray Stevens - Advisor.*** Dr. Stevens has over twenty years of well diversified experience in the healthcare and pharmaceutical industry. Dr. Stevens spent 17 years at Bristol-Myers Squibb, where he held positions of increasing responsibility in the areas of Market Research (Oncology and HIV), Marketing (Oncology), and Medical Affairs (HIV). In addition served as a member of the Executive Council for the Forum for Collaborative HIV Research - a public-private partnership facilitating discussion on emerging issues in HIV clinical research and working to translate research results into patient care. He has also served on 15 Protocol Committees within the Adult AIDS Clinical Trials Group (ACTG). Michael received his BS Pharmacy and Doctor of Pharmacy degrees from Purdue University.

**Dr. Ron Sekura - Director of Therapeutic Research.** Dr. Sekura is the former Chief of the Pharmaceutical and Regulatory Affairs Branch of the Division of AIDS at The National Institute of Allergy and Infectious Diseases (NIAID) of the National Institute of Health (NIH) as well as a former Research Chemist at The National Institute of Child Health and Human Development (NICHD) at the NIH and the Center for Biologics Evaluation and Research (CBER), and FDA. He received his Bachelor of Science and Master of Science in Biochemistry degrees at Pennsylvania State University and his PhD at Cornell University. Dr. Sekura is the author of over sixty scientific publications.

**Marisol Selbovitz - Director of Global Therapeutics Product Procurement Development.** Ms. Selbovitz is a graduate of Cornell University and received her Master's in Public Health at the Johns Hopkins University Bloomberg School of Health. She worked as the Client Intake Specialist at Positive Health Project and Syringe Exchange Program Coordinator at the Foundation for Research on Sexually Transmitted Diseases and is a partner in BioEquity Partners. Selbovitz is a member of the Cornell AIDS Clinical Trials Group Community Advisory Board and AIDS Treatment Advocacy Coalition. She presented at the 5th European Conference on Clinical and Social Research on AIDS and Drugs, International Conference on Antiviral Research, 5th IAS Conference on HIV Pathogenesis, Treatment and Prevention and XVIII International AIDS Conference.

**Louie Simmons - Chief Strength Advisor.** Mr. Simmons is a strength consultant for the New England Patriots, Green Bay Packers, Seattle Seahawks, Cleveland Browns, and numerous Football Bowl Subdivision college football teams. Mr. Simmons is the owner of the West Side Barbell, located in Columbus, Ohio.

**Greg Jackson - Director of Fight Development.** Mr. Jackson is an expert in mixed martial arts, representing a combination of basic Judo and wrestling. He has trained and developed top-ranked fight teams, with several fights appearing on Spike TV's Ultimate Fighter.

**Paul Dillet - Chief Bodybuilding Advisor.** Mr. Paul Dillet is one of the most influential bodybuilders and a legend in the bodybuilding world. He has been instrumental in creating a new era in fitness and bodybuilding for the everyday athlete.

## **Legal Proceedings**

None of the members of the board of directors or other executives has been involved in any bankruptcy proceedings, criminal proceedings, any proceeding involving any possibility of enjoining or suspending members of our board of directors or other executives from engaging in any business, securities or banking activities, and have not been found to have violated, nor been accused of having violated, any Federal or State securities or commodities laws.

## **Director Independence**

On an annual basis, each director and executive officer will be obligated to disclose any transactions with our Company and any of its subsidiaries in which a director or executive officer, or any member of his or her immediate family, have a direct or indirect material interest. Following completion of these disclosures, our board of directors will make an annual determination as to the independence of each director using the current standards for “independence” that satisfy both the criteria for the Nasdaq and the NYSE Amex Equities.

As of December 31, 2011, the board of directors determined that the Company does not currently have any directors that are considered “independent” under the aforementioned standards.

### *Committees of the Board of Directors*

Concurrent with having sufficient members and resources, the board of directors intends to establish an audit committee and a compensation committee. The audit committee will review the results and scope of the audit and other services provided by the independent auditors and review and evaluate the system of internal controls. The compensation committee will review and recommend compensation arrangements for the officers and employees. No final determination has yet been made as to the memberships of these committees or when we will have sufficient members to establish committees. We believe that we will need a minimum of three (3) independent directors to have effective committee systems.

**Item 11. Executive Compensation.****Summary Compensation Table**

The following summary compensation tables sets forth all compensation awarded to, earned by, or paid to the named executive officers and directors by us during the period ended December 31, 2011, 2010, and 2009.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan		Total (\$)
						Compen- sation (\$)	Other Compen- sation (\$)	
Brad J. Pyatt <i>Chief Executive Officer</i>	2011	\$250,000	\$170,410	\$1,555,921	\$0	\$0	\$0	\$1,976,331
	2010	\$194,821	\$0	\$2,650,000	\$0	\$0	\$0	\$2,844,821
	2009	\$133,992	\$0	\$0	\$0	\$0	\$0	\$133,992
Cory Gregory <i>Senior President</i>	2011	\$150,000	\$ <sup>170</sup> 410	\$1,555,921	\$0	\$0	\$0	\$1,876,331
	2010	\$78,892	\$0	\$2,650,000	\$0	\$0	\$0	\$2,728,892
	2009	\$17,846	\$0	\$0	\$0	\$0	\$0	\$17,846
Lawrence S. Meer <i>Chief Financial Officer</i>	2011	\$74,400	\$0	\$0	\$0	\$0	\$0	\$74,400
	2010	\$75,493	\$0	\$0	\$228,000(1)	\$0	\$0	\$303,493
Leonard K. Armenta (2) <i>Former Executive Vice President</i>	2011	\$86,400	\$0	\$0	\$0	\$0	\$0	\$86,400
	2010	\$83,215	\$0	\$0	\$228,000(1)	\$0	\$0	\$311,215
	2009	\$54,799	\$0	\$0	\$0	\$0	\$0	\$54,799
Jeremy DeLuca <i>President, Chief Marketing Officer</i>	2011	\$65,833	\$170,410	\$1,555,921	\$0	\$0	\$0	\$1,792,164
John H. Blucher <i>Chief Operating Officer</i>	2011	\$36,458	\$50,000	\$00	\$0	\$0	\$0	\$86,458

**Explanatory Information Relating to 2011 Summary Compensation Table**

Please note the following points in connection with the information in the 2011 Summary Compensation Table:

The compensation of the executive officers of the Company is reviewed on an annual basis by the board of directors. Each year, the Company considers whether to adjust the base salaries of senior management, including the executive officers, in order to reward individual performance, keep pace with cost of living increases and respond to competitive considerations.

**2011 OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END**

**OPTION AWARDS**

**STOCK AWARDS**

Name (a)	Number of Securities Underlying Unexercised Options Exercisable (#) (b)	Number of Securities Underlying Unexercised Options (#) (c)	Equity Incentive Plan Awards:	Option Exercise Price (\$)(e)	Option Expiration Date (f)	Number of Shares or Units That Have Not Vested (g)	Market Value of Shares or Units That Have Not Vested (\$)(h)	Equity Incentive Plan Awards:	Equity Incentive Plan Awards:
			Number of Securities Underlying Unexercised Options (#) (d)	Unexercised Options (#) (d)	Number of Unearned Shares, Units or Other Rights That Have Not Vested (i)			Value of Unearned Shares, Units or Other Rights That Have Not Vested (#) (j)	
Brad J. Pyatt	-	-	-	-	-	-	-	-	-
<i>Chief Executive Officer</i>	-	-	-	-	-	-	-	-	-
Cory Gregory	-	-	-	-	-	-	-	-	-
<i>Senior President</i>	-	-	-	-	-	-	-	-	-
Lawrence S. Meer	1,000,000 (1)	-	-	\$ 0.50	4/2/2015	-	-	-	-
<i>Chief Financial Officer</i>	-	-	-	-	-	-	-	-	-
Leonard K. Armenta (2)	-	-	-	-	-	-	-	-	-
<i>Former Executive VP</i>	-	-	-	-	-	-	-	-	-
Jeremy DeLuca	-	-	-	-	-	-	-	-	-
<i>Chief Marketing Officer President</i>	-	-	-	-	-	-	-	-	-
John H. Blucher	-	-	-	-	-	-	-	-	-

*Chief Operating  
Officer*

(1) Represents 1,000,000 options issued, valued on the date of grant, April 2, 2010.

(2) Resigned on September 16, 2011.

**Director Compensation**

The following summary compensation table sets forth all compensation awarded to, earned by, or paid to the named directors by us during the years ended December 31, 2011, 2010 and 2009.

Name And Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Brad J. Pyatt Director	2011	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
	2010	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
	2009	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Cory Gregory Director	2011	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
	2010	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
	2009	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0

**Employment Agreements***Brad J. Pyatt, Chief Executive Officer*

On August 15, 2011, the Company entered into an employment agreement (the “Pyatt Employment Agreement”) with Brad J. Pyatt, individually, pursuant to which Mr. Pyatt will serve as the Company’s Chief Executive Officer (the “CEO”). The term of the Pyatt Employment Agreement is for a period of sixty (60) months, commencing retroactively on January 1, 2011, and expiring on December 31, 2015 (the “Pyatt Term”). Pursuant to the terms of the Employment Agreement, the CEO is to receive a base salary of \$250,000 for the 2011 calendar year; \$350,000 for the 2012 calendar year; \$400,000 for the 2013 calendar year; \$450,000 for the 2014 calendar year; and \$500,000 for the 2015 calendar year. Further, the CEO shall receive, upon execution of the Pyatt Employment Agreement, 31 shares of the Company’s Series B Preferred Stock. In addition, upon the three year anniversary of the Pyatt Employment Agreement, the CEO shall receive 10,000 shares of the Company’s Series A Preferred Stock.

During the Pyatt Term, the CEO’s responsibilities will include all aspects of the day to day business operations of the Company. The CEO shall also be responsible for determining necessary strategic partnerships and investment opportunities relating to the Company, both nationally and internationally, and shall have wide discretion in implementing the vision, strategic goals and operational mission of the Company. The CEO shall, on a full time and

exclusive basis, devote all of his business time, attention and energies to the operations of the Company and other duties as required by the Pyatt Employment Agreement, and shall use his best efforts to advance the best interests of the Company.

On November 14, 2011, the Company entered into an amended and restated employment agreement with Mr. Pyatt. The parties amended the Pyatt Employment Agreement in order to amend section 3(c) as it relates to Mr. Pyatt's bonus payment. The amended Pyatt Employment Agreement now provides that, for each one million dollars (\$1,000,000) in revenue growth achieved by the Company from the revenue figure reported for the prior fiscal year, Mr. Pyatt shall receive (i) ten thousand dollars (\$10,000) and (ii) one hundred thousand dollars (\$100,000) worth of the Company's common stock, such stock to be valued based on the average closing price for the twenty (20) trading days prior to the date of issuance of such stock. The aforementioned payments to Mr. Pyatt shall be made within 90 days after the end of the Company's fiscal year.

*Cory Gregory, Senior President*

On August 15, 2011, the Company entered into an employment agreement (the “Gregory Employment Agreement”) with Cory Gregory, individually, pursuant to which Mr. Gregory will serve as the Company’s Senior President (the “Senior President”). The term of the Gregory Employment Agreement is for a period of sixty (60) months, commencing retroactively on January 1, 2011, and expiring on December 31, 2015 (the “Gregory Term”). Pursuant to the terms of the Gregory Employment Agreement, the Senior President is to receive a base salary of \$150,000 for the 2011 calendar year; \$200,000 for the 2012 calendar year; \$250,000 for the 2013 calendar year; \$300,000 for the 2014 calendar year; and \$350,000 for the 2015 calendar year. Further, the Senior President shall receive, upon execution of the Gregory Employment Agreement, 20 shares of the Company’s Series B Preferred Stock. In addition, upon the three year anniversary of the Gregory Employment Agreement, the Senior President shall receive 10,000 shares of the Company’s Series A Preferred Stock.

During the Gregory Term, the Senior President’s responsibilities will include, but shall not be limited to, on a full time and exclusive basis, devoting all of his business time, attention and energies to the operations of the Company and other duties as required by the Gregory Employment Agreement and as directed by the Board of Directors, and shall use his best efforts to advance the best interests of the Company.

On November 14, 2011, the Company entered into an amended and restated employment agreement with Mr. Gregory. The parties amended the Gregory Employment Agreement in order to amend section 3(c) as it relates to Mr. Gregory’s bonus payment. The amended Gregory Employment Agreement now provides that, for each one million dollars (\$1,000,000) in revenue growth achieved by the Company from the revenue figure reported for the prior fiscal year, Mr. Gregory shall receive (i) ten thousand dollars (\$10,000) and (ii) one hundred thousand dollars (\$100,000) worth of the Company’s common stock, such stock to be valued based on the average closing price for the twenty (20) trading days prior to the date of issuance of such stock. The aforementioned payments to Mr. Gregory shall be made within 90 days after the end of the Company’s fiscal year.

*John H. Blucher, Chief Operating Officer*

On September 16, 2011, the Company entered into an employment agreement (the “Blucher Employment Agreement”) with John H. Blucher, individually (“Blucher”), appointing Blucher as the Company’s Chief Operating Officer.

Pursuant to the terms of the Blucher Employment Agreement, Blucher is to serve as the Company’s Chief Operating Officer from September 16, 2011 (the “Blucher Effective Date”), until September 15, 2013 (the “Blucher Term”). Upon expiration of the Blucher Term, the Blucher Employment Agreement shall be automatically renewed unless either the Company or Blucher provides the other party with written notice at least sixty (60) days prior to the last date of the

respective term. During the Bluherr Term, Bluherr's responsibilities will include general oversight and management of the Company's daily operations, as well as any responsibilities delegated to him by the Company's Chief Executive Officer or board of directors (the "Bluherr Duties").

In consideration for performance of the Bluherr's Duties during the Term, Bluherr is to receive an initial base salary of one hundred and seventy five thousand dollars (\$175,000) per year (the "Bluherr Base Salary"), any increases to such salary during the Bluherr Term to be determined at the discretion of the Company. Bluherr is also eligible to receive an annual performance bonus based on certain goals and performances levels mutually established by the parties.

Bluherr was also entitled to receive, beginning on December 31, 2012, and on each successive calendar year end thereafter, stock options to purchase shares of the Company's common stock in the amount of five hundred thousand dollars (\$500,000) (the "2012 Options"). The 2012 Options were to be exercisable into shares of the Company's common stock at an exercise price equal to the average of the high and low reported selling prices of the Company's common stock on the date of grant and vest in accordance with the schedule outlined in the Bluherr Employment Agreement.

On March 13, 2012, the Company and Bluherr executed an amendment to the Bluherr Employment Agreement, whereby Bluherr waived his rights to the equity based compensation in both the Bluherr Employment Agreement and a consulting agreement with Endion Capital, LLC, and now is to receive (i) 20,000,000 shares of the Company's common stock with piggy-back registration rights, subject to a lock-up period of one year and (ii) a warrant to purchase 10,000,000 shares of the Company's common stock at an exercise price of \$0.008 per share, subject to a lock-up period of six months.

*Jeremy DeLuca, President, Chief Marketing Officer*

On November 14, 2011 (the “DeLuca Execution Date”), the Company entered into an employment agreement (the “DeLuca Employment Agreement”) with Jeremy DeLuca, the Company’s President and Chief Marketing Officer (the “President”). The term of the DeLuca Employment Agreement commences on the DeLuca Execution Date and expires on December 31, 2014 (the “DeLuca Term”). Pursuant to the terms of the DeLuca Employment Agreement, the President is to receive a base salary of \$125,000 for the 2011 calendar year; \$175,000 for the 2012 calendar year; \$225,000 for the 2013 calendar year; and \$300,000 for the 2014 calendar year. In addition, upon the three year anniversary of the DeLuca Employment Agreement, the President shall receive 5,000 shares of the Company’s Series A Preferred Stock. In addition, for each \$1,000,000 in revenue growth achieved by the Company from the revenue figure reported for the prior fiscal year, Mr. DeLuca will receive (i) \$10,000 and (ii) \$100,000 worth of common stock of the Company. These payments, if any, will be made within 90 days after the end of the Company’s fiscal year.

During the DeLuca Term, the President’s responsibilities will include all aspects of the day to day business operations of the Company. The President shall also be responsible for determining necessary strategic partnerships and investment opportunities relating to the Company, both nationally and internationally, and shall have wide discretion in implementing the vision, strategic goals and operational mission of the Company. The President shall, on a full time and exclusive basis, devote all of his business time, attention and energies to the operations of the Company and other duties as required by the DeLuca Employment Agreement, and shall use his best efforts to advance the best interests of the Company.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

The following table sets forth information known to MusclePharm with respect to the beneficial ownership of MusclePharm’s common stock as of April 13, 2012, unless otherwise noted, by:

- each stockholder known to MusclePharm to own beneficially more than 5% of MusclePharm’s common stock;
- each of MusclePharm’s directors;
- each of MusclePharm’s executive officers; and
- all of MusclePharm’s current directors and executive officers as a group.

Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or dispositive power with respect to securities. Common shares relating to options or warrants currently exercisable, or exercisable within 60 days of April 12, 2012, are deemed outstanding for computing the percentage of the person holding such securities but are not deemed outstanding for computing the percentage of any other person. Except as indicated by footnote, and subject to the community property laws where applicable, the persons or entities named in the tables have sole voting and dispositive power with respect to all shares shown as beneficially owned by them.

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Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percentage of Beneficial Ownership (1)	
Brad J. Pyatt 4721 Ironton St Denver, CO 80239	166,962,288	11.6	%
Cory Gregory 4721 Ironton St Denver, CO 80239	158,665,986	11.0	%
Lawrence S. Meer 4721 Ironton St Denver, CO 80239	0	0	%
Jeremy DeLuca 4721 Ironton St Denver, CO 80239	148,182,972	10.2	%
John H. Bluher 4721 Ironton St Denver, CO 80239	0	0	%
All executive officers and directors as a group (5 persons)	473,811,226	32.8	%
Drew Ciccarelli	105,000,000(2)	7.27	%
All executive officers, directors and 5% holders as a group	578,811,226	40.07	%

(1) Percent of class based on 1,444,521,399 common shares outstanding as of April 12, 2012. This percentage does not include preferred stock ownership or other ownership of convertible securities.

These shares are held by Mr. Ciccarelli individually, and through (i) TSX Ventures, LLC, a South Carolina limited liability company and (ii) Five Star Consulting, LLC, a Nevada limited liability company, entities of which Mr. Ciccarelli maintains sole dispositive voting power.

In addition to the ownership of the Company's common stock set forth above in the table immediately above, Messrs. Pyatt and Gregory own 31 shares and 21 shares, respectively, of the Company's Series B Preferred Stock. The Series B Preferred Stock is entitled to 50.1% of the voting rights of all equity securities of the Company. Thus, Messrs. Pyatt and Gregory may be deemed to control the Company.

**Changes in Control**

We are not aware of any arrangements that may result in “changes in control” as that term is defined by the provisions of Item 403(c) of Regulation S-K.

**Item 13. Certain Relationships and Related Transactions, and Director Independence.**

Any future transactions or loans between us and our officers, directors, principal stockholders or affiliates will be on terms no less favorable to us than could be obtained from an unaffiliated third party, and will be approved by a majority of disinterested directors.

On February 18, 2010, the Company issued a total of 26,000,000 shares of its common stock to the 12 former owners of Muscle Pharm, LLC in reliance on the exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended.

On November 18, 2010, Brad Pyatt, the Company's Chief Executive Officer, loaned the Company \$100,000 and received an 8% Convertible Promissory Note exchange. On November 23, 2010, Mr. Pyatt loaned the Company \$256,250 and received an 8% Convertible Promissory Note in exchange. On December 14, 2010, Mr. Pyatt converted all principal and accrued interest underlying the notes (\$358,077.40) into 7,161,548 shares of the Company's common stock.

Muscle Pharm, LLC was formed as a Colorado limited liability company on April 22, 2008. The initial owners of Muscle Pharm LLC were Brad J. Pyatt and Cory Gregory. Mr. Pyatt received a 60% membership interest in exchange for his contribution of formulations for potential products, contacts with GNC Canada and other potential customers, and contacts with professional athletes. Mr. Gregory received a 40% membership interest in exchange for his contacts with Dr. Serrano, Louie Simmons, potential distributors, professional athletes and potential investors. Neither Mr. Pyatt nor Mr. Gregory contributed any cash and no value was placed on their respective contributions.

Other than as set forth above, there are no transactions since our inception, or proposed transactions, to which we were or are to be a party, in which any of the following persons had or is to have a direct or indirect material interest:

(a) Any director or executive officer of the Company;

(b) Any majority security holder; and

(c) Any member of the immediate family (including spouse, parents, children, siblings, and in-laws) of any of the persons in the above.

**Item 14. Principal Accountant Fees and Services.**

**Summary of Principal Accountant Fees for Professional Services Rendered**

The following table presents the aggregate fees for professional audit services and other services rendered by Berman & Co., P.A., our independent registered public accountant in 2011 and 2010, respectively.

	Fiscal Year Ended December 31, 2011	Fiscal Year Ended December 31, 2010
Audit and Audit Related Fees	\$ 211,328	\$ 110,000
Tax Fees	\$ 0	\$ 0
All Other Fees	\$ 0	\$ 0

**PART IV**

**Item 15. Exhibits, Financial Statement Schedules.**

Exhibit No.	Description
2.1	Share Exchange Agreement, dated February 1, 2010, by and between Tone in Twenty, Inc. and Muscle Pharm LLC (as filed as Exhibit 2.1 on Form 8-K on February 2, 2010)
3.1	Tone In Twenty Articles of Incorporation, dated August 4, 2006 (as filed as Exhibit 3.1 to Company's Form SB-2 Registration Statement, filed November 2, 2007)
3.2	Bylaws of MusclePharm Corporation, dated August 5, 2006 (as filed as Exhibit 3.2 to Company's Form SB-2 Registration Statement, filed November 2, 2007)
3.3	Amendment to the Articles of Incorporation, dated February 23, 2007 (as filed as Exhibit 3.3 to Company's Form SB-2 Registration Statement, filed November 2, 2007)
3.4	Series A Certificate of Designation (as filed as Exhibit 3.4 to the Company's Current Report on Form 8-K, filed on February 24, 2010)
3.5	Amendment to the Articles of Incorporation (as filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q, filed on May 23, 2011)
3.6	Series B Certificate of Designation (as filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q, filed on August 16, 2011)
3.7	Series C Certificate of Designation, filed with the Secretary of State of the State of Nevada on October 25, 2011 (as filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed on November 4, 2011)
3.8	Amendment to the Articles of Incorporation, dated November 17, 2011 (as filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed on November 23, 2011)
3.9	Amendment to the Articles of Incorporation, dated January 18, 2012 (as filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed on January 27, 2012)
3.10	Amendment to the Articles of Incorporation, dated March 26, 2012 (as filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed on March 29, 2012)
4.1	\$900,000 Convertible Promissory Note, dated June 7, 2011, issued in favor of JMJ Financial (as filed as Exhibit 4.1 to the Company's Current Report on Form 8-K, filed on July 8, 2011)
4.2	

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\$2,651,000 Senior Secured Convertible Promissory Note, dated June 29, 2011, issued in favor of Inter-Mountain Capital Corp. (as filed as Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q, filed on November 14, 2011)

4.3 Common Stock Purchase Warrant, dated June 29, 2011, issued in favor of Inter-Mountain Capital Corp. (as filed as Exhibit 4.2 to the Company's Quarterly Report on Form 10-Q, filed on November 14, 2011)

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- 4.4 Form of Promissory Note (as filed as Exhibit 4.1 to the Company's Current Report on Form 8-K, filed on December 12, 2011)
- 4.5 Form of Common Stock Purchase Warrant (as filed as Exhibit 4.2 to the Company's Current Report on Form 8-K, filed on December 12, 2011)
- 10.1 Sponsorship Agreement, dated January 18, 2011, by and between MusclePharm Corporation, and The Cincinnati Reds LLC (as filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on January 24, 2011)
- 10.2 Registration Rights Agreement, dated June 7, 2011, by and between the Company and JMJ Financial (as filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on July 8, 2011)
- 10.3 Stock Purchase Agreement, dated July 7, 2011, by and between MusclePharm Corporation and Carriage Group, LLC (as filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on July 19, 2011)
- 10.4 Endorsement Agreement, dated July 20, 2011, by and between MusclePharm Corporation and Michael Vick, individually (as filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on July 22, 2011)
- 10.5 Note and Warrant Purchase Agreement, dated June 29, 2011, by and between MusclePharm Corporation and Inter-Mountain Capital Corp. (as filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed on November 14, 2011)
- 10.6 Employment Agreement, dated September 16, 2011, by and between MusclePharm Corporation and John H. Bluher, individually (as filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q, filed on November 14, 2011)
- 10.7 Employment Agreement, dated November 14, 2011, by and between MusclePharm Corporation and Jeremy DeLuca, individually (as filed as Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q, filed on November 14, 2011)
- 10.8 Amended and Restated Employment Agreement, dated November 14, 2011, by and between MusclePharm Corporation and Brad Pyatt, individually (as filed as Exhibit 10.8 to the Company's Annual Report on Form 10-K, filed on April 16, 2012)
- 10.9 Amended and Restated Employment Agreement, dated November 14, 2011, by and between MusclePharm Corporation and Cory Gregory, individually (as filed as Exhibit 10.9 to the Company's Annual Report on Form 10-K, filed on April 16, 2012)
- 10.10 Stock Purchase Agreement, dated December 2, 2011, by and between MusclePharm Corporation and TSX Holdings, LLC (as filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on December 8, 2011)
- 10.11 Amendment No. 1 to Stock Purchase Agreement, dated December 8, 2011, by and between MusclePharm Corporation and Carriage Group, LLC (as filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, filed on December 9, 2011)
- 10.12 Form of Subscription Agreement (as filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on December 12, 2011)



Equity Purchase Agreement, dated November 4, 2011, by and between MusclePharm Corporation and  
10.13 Southridge Partners II, LP (as filed as Exhibit 10.8 to the Company's Registration Statement on Form S-1/A,  
filed on December 29, 2011)

Registration Rights Agreement, dated November 4, 2011, by and between MusclePharm Corporation and  
10.14 Southridge Partners II, LP (as filed as Exhibit 10.9 to the Company's Registration Statement on Form S-1/A,  
filed on December 29, 2011)

31.1 Certification by the Principal Executive Officer of Registrant pursuant to Section 302 of the Sarbanes-Oxley  
Act of 2002 (Rule 13a-14(a) or Rule 15d-14(a)) \*

31.2 Certification by the Principal Financial Officer of Registrant pursuant to Section 302 of the Sarbanes-Oxley Act  
of 2002 (Rule 13a-14(a) or Rule 15d-14(a)) \*

32.1 Certification by the Principal Executive Officer pursuant to 18 U.S.C. 1350 as adopted pursuant to Section  
906 of the Sarbanes-Oxley Act of 2002 \*

32.2 Certification by the Principal Financial Officer pursuant to 18 U.S.C. 1350 as adopted pursuant to Section  
906 of the Sarbanes-Oxley Act of 2002 \*

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema

101.CAL XBRL Taxonomy Extension Calculation Linkbase

101.DEF XBRL Taxonomy Extension Definition Linkbase

101.LAB XBRL Taxonomy Extension Label Linkbase

101.PRE XBRL Taxonomy Extension Label Linkbase

\*Filed herewith

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MUSCLEPHARM  
CORPORATION

Dated: July 6, 2012 By: /s/ Brad J. Pyatt  
Brad J. Pyatt  
Chief Executive Officer  
Principal Executive Officer

Dated: July 6, 2012 By: /s/ Lewis Gary Davis  
Lewis Gary Davis  
Chief Financial Officer  
Principal Financial Officer  
Principal Accounting Officer

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, THIS REPORT HAS BEEN SIGNED BY OR ON BEHALF OF THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED:

Signature	Title	Date
/s/ Brad J. Pyatt Brad J. Pyatt	Chairman, Chief Executive Officer, Principal Executive Officer	July 6, 2012
/s/ Cory Gregory Cory Gregory	Senior President, Director	July 6, 2012
/s/ Lewis Gary Davis Lewis Gary Davis	Chief Financial Officer, Principal Financial Officer, Principal Accounting Officer	July 6, 2012